IN THE HIGH COUIRT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO 649 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO 800 OF 2007

In the matter of Section 391 & 394 of the Companies Act, 1956;

And

In the matter of Scheme of Amalgamation between Birla Infrastructure Private Limited and BCI International Limited

Birla Infrastructure Private Limited------Transferor Company

WITH

COMPANY PETITION NO 650 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO 80 OF 2007

BCI International Limited ----- Transferee Company

Hemant Sethi i/by Hemant Sethi & Co.

Mr. S. Ramakantha Dy. OL in C.P No. 649 of 2007

Mr. C.J Joy with Mr. S.K Mohapatra for R.D in both the Petitions.

CORAM: A.M KHANWILKAR.J

DATE: 7th December 2007

PC:

1.Heard learned counsel for parties.

2. The sanction of the Court is sought under Section 391 to 394 of the Companies Act, 1956 to a Scheme of Amalgamation between Birla Infrastructure Private Limited, the Transferor Company and BCI International Limited, the Transferee Company.

3.Counsel appearing on behalf of the Petitioners have stated that they have complied with all the requirements as per directions of this Hon'ble Court and they have filed necessary affidavits of compliance in the Court.

4.The Regional Director has filed affidavit stating therein that the Scheme is not prejudicial to the interest of Creditors and shareholders.

5. The Official Liquidator has filed report in Company Petition No 649 of 2007 stating that the affairs of transferor Company has been conducted in a proper manner.

6. Upon perusal of the entire material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to any public policy. None of the parties concerned have come forward to oppose the Scheme.

7.There is no objection to the Scheme and since all the requisite statutory compliances have been fulfilled, Company Petition Nos. 649 & 650 of 2007 are made absolute in terms of prayer clause (a).

8.The Transferee Company to lodge copy of this order and the Scheme with the concerned Superintendent of Stamps for the purpose adjudication of stamp duty, payable, if any, on the same within 30 days of obtaining the authenticated and/or certified copy of this Order.

9. The Petitioners in both the Company Petitions to pay cost of Rs. 5000/- each to the 'Pay and Accounts

Officer', Ministry of Company Affairs. Petitioner in Company Petition No. 649 of 2007 to pay to the Official Liquidator, High Court, Bombay sum of Rs. 5000/-. Costs to be paid within 4 weeks from today.

10. Filing and issuance of the drawn up order is dispensed with. All concerned authorities to act on a copy of this order duly authenticated by Company Registrar, High Court, Bombay.

(A.M Khanwilkar J)